

1 MICHAEL H. SINGER, ESQ.
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2 **MICHAEL H. SINGER, LTD.**
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Attorney for Defendants
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5 UNITED STATES DISTRICT COURT
6 DISTRICT OF NEVADA
7

8 KNOCKOUT! SPORTS NETWORK, INC. a)
Nevada corporation, WILLIAM A. MORRIS)
9 and HALDANE MORRIS,)
10)

Plaintiff,
11)

vs.)

12 MATT A. ROSE, ROBERT A. FREEMAN,)
JILL COSTANTINO, FRANCISCO BOZA,)
13 CHRIS ROSE, STEPHEN MAYNARD,)
ULTIMATE SPORTS ENTERTAINMENT,)
14 INC., a Nevada corporation, DOES 1-X,)
15 INCLUSIVE, AND roe corporations I-X,)
16 INCLUSIVE,)

Defendants.
17


Case No.: 06-CV-00372-JCM-RL

**DEFENDANTS' REPLY TO
PLAINTIFFS' MEMORANDUM OF
POINTS AND AUTHORITIES IN
OPPOSITION TO DEFENDANTS'
MOTION TO DISMISS**

18 All Defendants, by and through their attorney, MICHAEL H. SINGER, ESQ. of the law
19 firm of MICHAEL H. SINGER, LTD., hereby submit their Reply to Plaintiffs' Memorandum of
20 Points and Authorities in Opposition to Defendants' Motion to Dismiss. This Reply is made
21 and based upon the pleadings and papers on file herein together with the points and authorities
22 attached hereto.

23 Dated this 14th day of February, 2007

MICHAEL H. SINGER, LTD.

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26 BY: 
MICHAEL H. SINGER, ESQ.
Nevada Bar No. 1589
4475 South Pecos Road
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POINTS AND AUTHORITIES

I.

ARGUMENT

The Facts Alleged Do Not State A Claim Under Section 10(b) of the Exchange Act

Plaintiffs apparently agree that no private cause of action exists by reason of 15 U.S.C § 78o as they make no argument to the contrary. Thus, Plaintiff Knockout's (hereinafter "Plaintiff Company") First Claim for Relief must be dismissed.

As to the alleged violations of section 10(b) of the Exchange Act and Rule 10(b)-5, nowhere is it alleged the Plaintiff Company was a seller or purchaser of a security who relied upon the alleged misrepresentations contained in the Complaint.

Instead, it is argued that because Rose and Freeman were at one time officers of the Plaintiff Company when its securities were sold, their actions harmed the Plaintiffs. However, none of the acts complained of occurred while either Rose or Freeman were representatives of the Plaintiff Company, and, furthermore, none of the Plaintiffs were persons who exchanged their shares of the Plaintiff Company for shares of Defendant Ultimate. How, then, can these Plaintiffs assert a section 10 or Rule 10(b)-5 violation against these Defendants. Indeed, these Plaintiffs don't even allege how they suffered economic damage by reason of the alleged misrepresentations; all that occurred was a change in the ownership of some of the Plaintiff Company's outstanding shares.

While the Plaintiff Company may have alleged valid state law claims against some of the Defendants, no jurisdiction exists in this court to adjudicate such claims.

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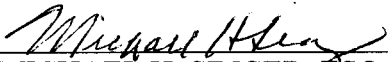
II.

CONCLUSION

Accordingly, these Plaintiffs second attempt to allege federal claims for relief has no more merit than their first attempt, and Defendants' Motion to Dismiss must be granted.

Dated this 14th day of February, 2007

MICHAEL H. SINGER, LTD.

BY: 
MICHAEL H. SINGER, ESQ.
Nevada Bar No. 1589
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Las Vegas, NV 89121
Attorney for Defendants

CERTIFICATE OF MAILING

The undersigned does hereby certify that she is an employee in the offices of MICHAEL H. SINGER, LTD. and that on the 14th day of February, 2007, she deposited a true and correct copy of the foregoing Reply to Plaintiffs' Memorandum of Points and Authorities in Opposition to Defendants' Motion to Dismiss into the United States Mail, postage pre-paid and addressed to:

Patrick C. Clary, Esq.
Patrick C. Clary, Chartered
7201 West Lake Mead Blvd., Suite 503
Las Vegas, Nevada 89128


Employee of MICHAEL H. SINGER, LTD.